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Attorneys for USA Capital Diversified Trust Deed Fund, LLC

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE COMPANY,
USA CAPITAL REALTY ADVISORS, LLC,
USA CAPITAL DIVERSIFIED TRUST DEED
FUND, LLC,
USA CAPITAL FIRST TRUST DEED FUND, LLC,
USA SECURITIES, LLC.

Debtors.

Case No. BK-S-06-10725 LBR
Case No. BK-S-06-10726 LBR
Case No. BK-S-06-10727 LBR
Case No. BK-S-06-10728 LBR
Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
Case No. BK-S-06-10725-LBR

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Securities, LLC
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA First Trust Deed Fund, LLC

DESIGNATION OF LOCAL COUNSEL

The undersigned, one of the attorneys of record for USA Capital Diversified Trust Fund, LLC, the party herein, has submitted to the Court a "Verified Petition for Permission to Practice in these Cases Only." Not being admitted to the bar of this Court, and not maintaining an office in the District of Nevada for the practice of law, he believes it to be in the best interests of the client to designate Robert R. Kinas, Esq. (Nevada Bar No. 6019), attorney at law, member of the State Bar of Nevada and previously admitted to practice before the above-entitled Court, as local counsel in this action. The address of said designated Nevada Counsel is: Snell & Wilmer L.L.P.,

1 3883 Howard Hughes Parkway, Suite 1100, Las Vegas, Nevada 89169, Telephone: (702) 784-5203,
2 Facsimile (702) 784-5252.

3 By this designation, the undersigned attorney and party agrees that all documents and other
4 papers issued out of this Court in the above-entitled case may be served on the designated local
5 counsel. Further, said local counsel shall be responsible for providing copies of the same to the co-
6 counsel. Further, this designation constitutes agreement and authorization by the undersigned for the
7 designated local counsel to sign stipulations binding on all of us. The time for performing any act
8 under applicable Rule shall run from the date of service on the local counsel.

9 Respectfully submitted this 31st day of August 2007.

10 ORRICK, HERRINGTON & SUTCLIFFE LLP
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12 By: /s/Marc Levinson
13 Marc A. Levinson (California Bar No. 57613)
14 Jeffery D. Hermann (California Bar No. 90445)
15 400 Capitol Mall, Suite 3000
Sacramento, California 95814-4497
Telephone: (916) 447-9200

16 *Attorneys for USA Capital Diversified Trust
Deed Fund, LLC*

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CONSENT OF DESIGNATED NEVADA COUNSEL

20 The undersigned hereby consents to serve as associate Nevada counsel in these cases and
21 agrees that (s)he is responsible for being counsel upon whom all documents and other papers issued
22 out of this Court shall be served, and that (s)he is responsible to transmit copies of all documents and
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1 other papers so served to the admitted out-of-state counsel of record and to keep such counsel
2 informed as to the status of the case.

3 Dated this 31st day of August 2007.

4 SNELL & WILMER L.L.P.
5

6 By: /s/Robert Kinas

7 ROBERT R. KINAS (NV Bar 6019)
3883 Howard Hughes Parkway, Suite 1100
8 Las Vegas, NV 89169
Telephone: (702) 784-5203

9 *Nevada Counsel for USA Capital Diversified Trust
10 Deed Fund, LLC*

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12 **APPOINTMENT OF DESIGNATED NEVADA COUNSEL**

13 The undersigned party appoints Robert R. Kinas, Esq., and the law firm of Snell & Wilmer
14 L.L.P., as its Designated Nevada Counsel in this case.

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16 USA Capital Diversified Trust Deed Fund, LLC

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18 By: /s/Michael Tucker
19 Michael Tucker, Manager